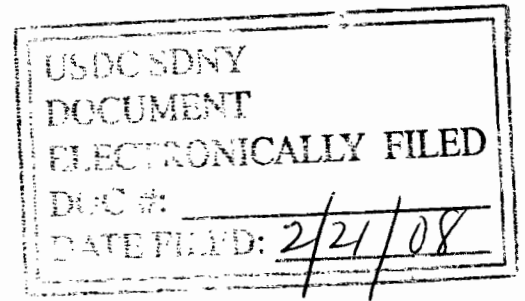


**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
**IN RE NORTHWEST AIRLINES CORP.**

----- X  
**SHIRA A. SCHEINDLIN, U.S.D.J.:**



**ORDER**

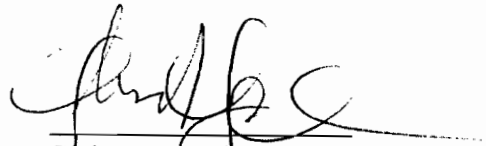
**07 Civ. 7940 (SAS)**

This is an appeal by General Foods Credit Corporation (“GFCC”) from the bankruptcy proceeding of Northwest Airlines. GFCC appeals the bankruptcy court’s approval of settlements of claims filed by BAE Systems (Funding One), Ltd. (“BAE”) that relate to certain aircraft leases entered into by BAE, Northwest Airlines, and GFCC. On December 4, 2007, this Court dismissed the appeal without prejudice on the ground that the bankruptcy court had not yet addressed GFCC’s conflicting claims as to those leases.

BAE, one of the appellees, now moves for reconsideration on the ground that the bankruptcy court held that its approval of BAE’s claims does not estop GFCC from pursuing its own claims. However, Northwest Airlines, another appellee, continues to argue before the bankruptcy court that GFCC is estopped from pursuing its claim on the leases because of the bankruptcy court’s approval of the settlement with BAE. Further, regardless of the preclusive effect of the earlier ruling, issues relating to the leases cannot be fully resolved until the

bankruptcy court has addressed GFCC's claim. Therefore, BAE's motion for reconsideration is denied. The Clerk of the Court is directed to close this motion (documents no. 28 and 30 on the docket sheet).

SO ORDERED:



Shira A. Scheindlin  
U.S.D.J.

Dated: New York, New York  
February 20, 2008

**- Appearances -**

**For Appellant General Foods Credit Corp.:**

Andrew H. Schapiro, Esq.  
Mayer Brown LLP  
1675 Broadway  
New York, NY 10019-5820  
(212) 506-2500

John H. Voorhees, Esq.  
Mayer Brown LLP  
71 South Wacker Drive  
Chicago, IL 60606  
(312) 701-7748

**For Appellee Northwest Airlines, Inc.:**

Bruce Robert Zirinsky, Esq.  
Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281  
(212) 504-6404

Mark C. Ellenberg, Esq.  
Cadwalader, Wickersham & Taft, LLP  
1201 F Street, N.W.  
Washington, DC 20004  
(202) 862-2238

**For Appellee BAE Systems (Funding One) Ltd.:**

Ken Coleman, Esq.  
Allen & Overy, LLP  
1221 Avenue of the Americas  
New York, NY 10020  
(212) 610-6300

**For U.S. National Bank Assoc., as Trustee:**

Amy A. Zuccarello, Esq.  
Richard Hiersteiner, Esq.  
Jeanne P. Darcey, Esq.  
Edwards Angell Palmer & Dodge LLP  
111 Huntington Avenue  
Boston, MA 02199-7613  
(617) 239-0100